

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:03:24

File Number: 0003464402

FCC 603

FCC Application for Assignments of Authorization and Transfers of Control;

Main Form

Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for
public burden estimate

General Information

| | |
|--|---|
| 1) Application Purpose (Select only one) (TC) | |
| AA - Assignment of Authorization TC - Transfer of Control | AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer) |
| 2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC. | File Number: |
| 3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required? | (Y) Yes No |
| 3b) If the answer to 3a is 'Y', provide the File Number of the lead application. | File Number: 0003463892 |
| 3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required? | (Y) Yes No |
| 4) Are attachments being filed with this application? | (Y) Yes No |

Fees and Waivers

| | |
|--|--------------------------------|
| 5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees. | (N) Yes No |
| 5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees. | (N) Yes No |
| 6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request. | (N) Yes No |
| 6b) If 6a is 'Y', enter the number of rule sections involved. | Number of Rule Sections: _____ |

Additional Transaction Information

| | |
|--|---------------------------------|
| 7) Has this application for Assignment of Authorization or Transfer of Control already occurred? | (N) Yes No |
| 8a) The Assignment of Authorization or Transfer of Control is: | (X) Voluntary () Involuntary |
| 8b) If 8a is 'Involuntary', provide the date that the event occurred: | (MM/DD/YYYY) / / |
| 9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control? | (N) Yes No |
| 9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules? | () Yes No |
| 9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control. | (MM/DD/YYYY) / / |
| 10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C. | () Yes No |
| 10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses? | () Yes No |

FCC 603 - Main Form

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11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (T)

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

| | |
|--|--------------------------|
| 12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years? | () <u>Yes</u> <u>No</u> |
| 12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan? | () <u>Yes</u> <u>No</u> |
| 12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years? | () <u>Yes</u> <u>No</u> |

Competition-Related Information

| | |
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| 13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services? | (Y) <u>Yes</u> <u>No</u> |
| 14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area? | (Y) <u>Yes</u> <u>No</u> |
| 14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)? | (Y) <u>Yes</u> <u>No</u> |

Broadband Radio Service and Educational Broadband Service Information

| | |
|---|--------------------------|
| 15a) Will the requested facilities be used to provide multichannel video programming? | () <u>Yes</u> <u>No</u> |
| 15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'. | () <u>Yes</u> <u>No</u> |
| 16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'. | () <u>Yes</u> <u>No</u> |

Assignor/Licensee Information

17) Assignor/Licensee is a(n) (Select One)

- ☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☒ Corporation ☐ Limited Liability Company
- ☐ General Partnership ☐ Limited Partnership ☐ Limited Liability Partnership ☐ Consortium
- ☐ Other: _____

18) FCC Registration Number (FRN): 0004082558

19) First Name (if individual):

MI:

Last Name:

Suffix:

20) Legal Entity Name (if not an individual): ALLTEL Communications of Mississippi RSA #6 Inc.

21) Attention To: Wireless Regulatory Supervisor

22) P.O. Box:

AR
06

23) Street Address: One Allied Drive, B1F02-D

24) City: Little Rock

25) State: AR

26) Zip Code: 72202

27) Telephone Number: (501)905-8555

28) Fax Number: (501)905-6193

29) E-Mail Address: ACI.Wireless.Regulatory@alltel.com

30) Demographics of Assignor/Licensee (Optional):**Race:**

- ☐ American Indian or Alaska Native
- ☐ Asian
- ☐ Black or African-American
- ☐ Native Hawaiian or Other Pacific Islander
- ☐ White

Ethnicity:

- ☐ Hispanic or Latino
- ☐ Not Hispanic or Latino

Gender:

- ☐ Male
- ☐ Female

Assignor/Licensee Contact Representative

31) First Name:

MI:

Last Name:

Suffix:

32) Company Name: ALLTEL Communications, LLC

33) Attention To: Wireless Regulatory Supervisor

34) P.O. Box:

And
/Or

35) Street Address:

One Allied Drive, B1F02-D

36) City: Little Rock

37) State: AR

38) Zip Code: 72202

39) Telephone Number: (501)905-8555

40) Fax Number: (501)905-6193

41) E-Mail Address: ACI.Wireless.Regulatory@alltel.com

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)

- ☐ Individual
 ☐ Unincorporated Association
 ☐ Trust
 ☐ Government Entity
 ☐ Corporation
 ☒ Limited Liability Company
☐ General Partnership
 ☐ Limited Partnership
 ☐ Limited Liability Partnership
 ☐ Consortium
☐ Other: _____

43) FCC Registration Number (FRN): 0016511974

44) First Name (if individual): MI: Last Name: Suffix:

45) Legal Entity Name (if not an individual): Atlantis Holdings LLC

46) Attention To: Clive D. Bode, Esq.

47) P.O. Box:

And /Or

48) Street Address: 301 Commerce Street, Suite 3300

49) City: Fort Worth

50) State: TX

51) Zip Code: 76102

52) Telephone Number: (817)871-4000

53) Fax Number:

54) E-Mail Address: cbode@tpg.com

55) Demographics of Transferor (Optional):

Race:

- ☐ American Indian or Alaska Native
☐ Asian
☐ Black or African-American
☐ Native Hawaiian or Other Pacific Islander
☐ White

Ethnicity:

- ☐ Hispanic or Latino
☐ Not Hispanic or Latino

Gender:

- ☐ Male
☐ Female

Transferor Contact Representative

56) First Name: Kathleen MI: Q Last Name: Abemathy Suffix:

57) Company Name: Akin Gump Strauss Hauer & Feld LLP

58) Attention To:

59) P.O. Box:

And /Or

60) Street Address: 1333 New Hampshire Ave., NW

61) City: Washington

62) State: DC

63) Zip Code: 20036

64) Telephone Number: (202)887-4125

65) Fax Number: (202)887-4288

66) E-Mail Address: kabemathy@akingump.com

Assignee/Transferee Information

| | | | | | |
|--|---|--|---|--------------------------------------|--|
| 67) Assignee/Transferee is a(n): (Select One) | | | | | |
| <input type="checkbox"/> Individual | <input type="checkbox"/> Unincorporated Association | <input type="checkbox"/> Trust | <input type="checkbox"/> Government Entity | <input type="checkbox"/> Corporation | <input type="checkbox"/> Limited Liability Company |
| <input checked="" type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Consortium | | |
| <input type="checkbox"/> Other: _____ | | | | | |
| 68) FCC Registration Number (FRN): 0003290673 | | | | | |
| 69) First Name (if individual): | | MI: | Last Name: | | Suffix: |
| 70) Legal Entity Name (if not an individual): Celco Partnership | | | | | |
| 71) Attention To: Michael Samsock | | | | | |
| 72) Real Party in Interest FCC Registration Number (FRN): 0003290673 | | | | | |
| 73) Name of Real Party in Interest: Celco Partnership | | | | | |
| 74) P.O. Box: | | <input checked="" type="checkbox"/> And / Or | 75) Street Address: 1300 Eye St., NW - Suite 400 West | | |
| 76) City: Washington | | 77) State: DC | | 78) Zip Code: 20005 | |
| 79) Telephone Number: (202)589-3768 | | 80) Fax Number: (202)589-3750 | | | |
| 81) E-Mail Address: Michael.Samsock@VerizonWireless.com | | | | | |

82) Demographics of Assignee/Transferee (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| | | | | | |
|--|--|--|---------------------------------------|---------------------|---------|
| 83) First Name: Nancy | | MI: J | Last Name: Victory | | Suffix: |
| 84) Company Name: Wiley Rein LLP | | | | | |
| 85) Attention To: | | | | | |
| 86) P.O. Box: | | <input checked="" type="checkbox"/> And / Or | 87) Street Address: 1776 K Street, NW | | |
| 88) City: Washington | | 89) State: DC | | 90) Zip Code: 20006 | |
| 91) Telephone Number: (202)719-7344 | | 92) Fax Number: (202)719-7049 | | | |
| 93) E-Mail Address: nvictory@wileyrein.com | | | | | |

Ownership Disclosure Information

| | |
|--|----------------------------|
| 94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services? | (Y) <u>Yes</u> <u>No</u> |
| 94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC. | File Number: 0003467172 |

Alien Ownership Information

| | |
|--|----------------------------|
| 95) Is the Assignee/Transferee a foreign government or the representative of any foreign government? | (N) <u>Yes</u> <u>No</u> |
| 96) Is the Assignee/Transferee an alien or the representative of an alien? | (N) <u>Yes</u> <u>No</u> |
| 97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government? | (N) <u>Yes</u> <u>No</u> |
| 98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (N) <u>Yes</u> <u>No</u> |
| 99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | (Y) <u>Yes</u> <u>No</u> |
| 99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act. | (Y) <u>Yes</u> <u>No</u> |

Basic Qualification Information

| | |
|---|----------------------------|
| 100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? | (N) <u>Yes</u> <u>No</u> |
| 101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court? | (N) <u>Yes</u> <u>No</u> |
| 102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? | (N) <u>Yes</u> <u>No</u> |

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material and are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

| | | | |
|----------------------------|----------|--------------------|--------------------------|
| 103) First Name: CLIVE | MI: D | Last Name: BODE | Suffix: |
| 104) Title: VICE PRESIDENT | | | |
| Signature: CLIVE D BODE | | | 105) Date: 06/13/2008 |

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Assignee/Transferee Certification Statements

| | |
|----|--|
| 1) | The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules. |
| 2) | The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. |
| 3) | The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request. |
| 4) | The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer. |
| 5) | The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. |
| 6) | The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification. |
| 7) | The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |

Typed or Printed Name of Party Authorized to Sign

| | | | |
|--|----------|---------------------|--------------------------|
| 106) First Name: John | MI: T | Last Name: Scott | Suffix: III |
| 107) Title: VP Deputy General Counsel - Regulatory L | | | |
| Signature: John T Scott III | | | 108) Date: 06/13/2008 |
| FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. | | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Authorizations To Be Assigned or Transferred

| 108) Call Sign | 109) Radio Service Code | 110) Location Number | 111) Path Number (Microwave only) | 112) Frequency Number | 113) Lower or Center Frequency (MHz) | 114) Upper Frequency (MHz) | 115) Constructed Yes / No |
|-------------------|-------------------------------|----------------------------|---|-----------------------------|--|----------------------------------|---------------------------------|
| KNKN559 | CL-Cellular | | | | | | Y |

Reference Copy

Attachment(s):

| Type | Description | Date Entered |
|------|------------------|--------------|
| O | <u>Exhibit 1</u> | 06/08/2008 |

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:04:58

File Number: 0003464403

FCC 603
Main Form

FCC Application for Assignments of Authorization and Transfers of Control: Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See Instructions for
public burden estimate

General Information

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| 1) Application Purpose (Select only one) (TC) | |
| AA - Assignment of Authorization TC - Transfer of Control | AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer) |
| 2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC. | File Number: |
| 3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required? | (Y) Yes No |
| 3b) If the answer to 3a is 'Y', provide the File Number of the lead application. | File Number: 0003463892 |
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| 5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees. | (N) Yes No |
| 5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees. | (N) Yes No |
| 6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request. | (N) Yes No |
| 6b) If 6a is 'Y', enter the number of rule sections involved. | Number of Rule Sections: _____ |

Additional Transaction Information

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| 7) Has this application for Assignment of Authorization or Transfer of Control already occurred? | (N) Yes No |
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| 9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules? | () Yes No |
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Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

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| 12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years? | () <u>Yes</u> <u>No</u> |
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| 14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area? | (Y) <u>Yes</u> <u>No</u> |
| 14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)? | (Y) <u>Yes</u> <u>No</u> |

Broadband Radio Service and Educational Broadband Service Information

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|---|--------------------------|
| 15a) Will the requested facilities be used to provide multichannel video programming? | () <u>Yes</u> <u>No</u> |
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| 16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'. | () <u>Yes</u> <u>No</u> |

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)

- ☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☒ Corporation ☐ Limited Liability Company
- ☐ General Partnership ☐ Limited Partnership ☐ Limited Liability Partnership ☐ Consortium
- ☐ Other: _____

18) FCC Registration Number (FRN): 0003802774

19) First Name (if individual):

MI:

Last Name:

Suffix:

20) Legal Entity Name (if not an individual): ALLTEL Communications of Mississippi RSA #7 Inc.

21) Attention To: Wireless Regulatory Supervisor

22) P.O. Box:

And
/Or

23) Street Address: One Allied Drive, B1F02-D

24) City: Little Rock

25) State: AR

26) Zip Code: 72202

27) Telephone Number: (501)905-8555

28) Fax Number: (501)905-6193

29) E-Mail Address: ACI.Wireless.Regulatory@alltel.com

30) Demographics of Assignor/Licensee (Optional):**Race:**

- ☐ American Indian or Alaska Native
- ☐ Asian
- ☐ Black or African-American
- ☐ Native Hawaiian or Other Pacific Islander
- ☐ White

Ethnicity:

- ☐ Hispanic or Latino
- ☐ Not Hispanic or Latino

Gender:

- ☐ Male
- ☐ Female

Assignor/Licensee Contact Representative

31) First Name:

MI:

Last Name:

Suffix:

32) Company Name: ALLTEL Communications of Mississippi RSA #7 Inc.

33) Attention To: Wireless Regulatory Supervisor

34) P.O. Box:

And
/Or35) Street Address:
One Allied Drive, B1F02-D

36) City: Little Rock

37) State: AR

38) Zip Code: 72202

39) Telephone Number: (501)905-8555

40) Fax Number: (501)905-6193

41) E-Mail Address: ACI.Wireless.Regulatory@alltel.com

Transferor Information (for Transfers of Control only)

| | | | |
|---|---|--|--|
| 42) Transferor is a(n): (Select One) | | | |
| <input type="checkbox"/> Individual | <input type="checkbox"/> Unincorporated Association | <input type="checkbox"/> Trust | <input type="checkbox"/> Government Entity |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Consortium |
| <input type="checkbox"/> Other: _____ | | | |
| 43) FCC Registration Number (FRN): 0016511974 | | | |
| 44) First Name (if individual): | MI: | Last Name: | Suffix: |
| 45) Legal Entity Name (if not an individual): Atlantis Holdings LLC | | | |
| 46) Attention To: Clive D. Bode, Esq. | | | |
| 47) P.O. Box: | And /Or | 48) Street Address: 301 Commerce Street, Suite 3300 | |
| 49) City: Fort Worth | 50) State: TX | 51) Zip Code: 76102 | |
| 52) Telephone Number: (817)871-4000 | | 53) Fax Number: | |
| 54) E-Mail Address: cbode@tpg.com | | | |

55) Demographics of Transferor (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Transferor Contact Representative

| | | | |
|--|---------------|--|---------|
| 56) First Name: Kathleen | MI: Q | Last Name: Abernathy | Suffix: |
| 57) Company Name: Akin Gump Strauss Hauer & Feld LLP | | | |
| 58) Attention To: | | | |
| 59) P.O. Box: | And /Or | 60) Street Address: 1333 New Hampshire Ave. NW | |
| 61) City: Washington | 62) State: DC | 63) Zip Code: 20036 | |
| 64) Telephone Number: (202)887-4125 | | 65) Fax Number: (202)887-4288 | |
| 66) E-Mail Address: kabernathy@akingump.com | | | |

Assignee/Transferee Information

67) Assignee/Transferee is a(n) (Select One)

☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☐ Limited Liability Company☒ General Partnership ☐ Limited Partnership ☐ Limited Liability Partnership ☐ Consortium☐ Other: _____

68) FCC Registration Number (FRN): 0003290673

69) First Name (if individual):

MI:

Last Name:

Suffix:

70) Legal Entity Name (if not an individual): Cellco Partnership

71) Attention To: Michael Samsock

72) Real Party in Interest FCC Registration Number (FRN): 0003290673

73) Name of Real Party in Interest: Cellco Partnership

74) P.O. Box:

And
/or

75) Street Address: 1300 Eye St., NW - Suite 400 West

76) City: Washington

77) State: DC

78) Zip Code: 20005

79) Telephone Number: (202)589-3768

80) Fax Number: (202)589-3750

81) E-Mail Address: Michael.Samsock@VerizonWireless.com

82) Demographics of Assignee/Transferee (Optional):**Race:**

- ☐ American Indian or Alaska Native
☐ Asian
☐ Black or African-American
☐ Native Hawaiian or Other Pacific Islander
☐ White

Ethnicity:

- ☐ Hispanic or Latino
☐ Not Hispanic or Latino

Gender:

- ☐ Male
☐ Female

Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name: Nancy

MI: J

Last Name: Victory

Suffix:

84) Company Name: Wiley Rein LLP

85) Attention To:

86) P.O. Box:

And
/or

87) Street Address: 1776 K Street, NW

88) City: Washington

89) State: DC

90) Zip Code: 20006

91) Telephone Number: (202)719-7344

92) Fax Number: (202)719-7049

93) E-Mail Address: nvictory@wileyrein.com

Ownership Disclosure Information

| | |
|--|---|
| 94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services? | (<input checked="" type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u> |
| 94b) If 94a is "Y", provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC. | File Number: 0003467172 |

Alien Ownership Information

| | |
|--|---|
| 95) Is the Assignee/Transferee a foreign government or the representative of any foreign government? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 96) Is the Assignee/Transferee an alien or the representative of an alien? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | (<input checked="" type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u> |
| 99b) If 99a is "Y", has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is "N", attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act. | (<input checked="" type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u> |

Basic Qualification Information

| | |
|---|---|
| 100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |
| 102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? | (<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u> |

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

| | | | |
|---------------------------|----------|--------------------|----------------|
| 103) First Name: CLIVE | MI: D | Last Name: BODE | Suffix: ESQ |
|---------------------------|----------|--------------------|----------------|

104) Title: VICE PRESIDENT

Signature:
CLIVE D BODE ESQ

105) Date:
06/13/2008

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

Assignee/Transferee Certification Statements

| | |
|----|--|
| 1) | The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules. |
| 2) | The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. |
| 3) | The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request. |
| 4) | The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer. |
| 5) | The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. |
| 6) | The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification. |
| 7) | The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |

Typed or Printed Name of Party Authorized to Sign

| | | | |
|--|----------|---------------------|--------------------------|
| 106) First Name: John | MI: T | Last Name: Scott | Suffix: III |
| 107) Title: VP Deputy General Counsel - Regulatory L | | | |
| Signature: John T Scott III | | | 108) Date: 06/13/2008 |
| FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. | | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Authorizations To Be Assigned or Transferred

| 108) Call Sign | 109) Radio Service Code | 110) Location Number | 111) Path Number (Microwave only) | 112) Frequency Number | 113) Lower or Center Frequency (MHz) | 114) Upper Frequency (MHz) | 115) Constructed Yes / No |
|-------------------|-------------------------------|----------------------------|---|-----------------------------|--|----------------------------------|---------------------------------|
| KNKN619 | CL-cellular | | | | | | Y |

Reference Copy

Attachment(s):

| Type | Description | Date Entered |
|------|------------------|--------------|
| O | <u>Exhibit 1</u> | 06/07/2008 |

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

